Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of New York

Case number (*If known*): 17-[____] Chapter 15

☐ Check if this is an amended filing

Official Form 401

Chapter 15 Petition for Recognition of a Foreign Proceeding

12/15

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write debtor's name and case number (if known).

1. **Debtor's name**

   Mood Media Corporation

2. **Debtor's unique identifier**

   For non-individual debtors:

   ☑ Federal Employer Identification Number (EIN) 2 6 –0 1 4 0 2 6 8

   ☑ Other 856351895RC0001. Describe identifier Canadian Business Number.

   For individual debtors:

   ☐ Social Security number: xxx – xx– ____ ____ ____ ____

   ☐ Individual Taxpayer Identification number (ITIN): **9** xx – xx – ____ ____ ____ ____

   ☐ Other ____________. Describe identifier ____________.

3. **Name of foreign representative(s)**

   Michael F. Zendan II

4. **Foreign proceeding in which appointment of the foreign representative(s) occurred**

   Proceeding under Section 192 of the Canada Business Corporations Act, R.S.C. 1985, C- 44, pending before the Ontario Superior Court of Justice, Commercial List.

5. **Nature of the foreign proceeding**

   Check one:

   ☐ Foreign main proceeding
   ☑ Foreign nonmain proceeding
   ☐ Foreign main proceeding, or in the alternative foreign nonmain proceeding

6. **Evidence of the foreign proceeding**

   ☑ A certified copy, translated into English, of the decision commencing the foreign proceeding and appointing the foreign representative is attached.

   ☐ A certificate, translated into English, from the foreign court, affirming the existence of the foreign proceeding and of the appointment of the foreign representative, is attached.

   ☑ Other evidence of the existence of the foreign proceeding and of the appointment of the foreign representative is described below, and relevant documentation, translated into English, is attached.

   See board resolutions appointing the Foreign Representative.

7. **Is this the only foreign proceeding with respect to the debtor known to the foreign representative(s)?**

   ☐ No. (Attach a statement identifying each country in which a foreign proceeding by, regarding, or against the debtor is pending.)

   ☑ Yes

Debtor Mood Media Corporation
Name

Case number *(if known)* 17-[____]

8. Others entitled to notice

Attach a list containing the names and addresses of:

(i) all persons or bodies authorized to administer foreign proceedings of the debtor,

(ii) all parties to litigation pending in the United States in which the debtor is a party at the time of filing of this petition, and

(iii) all entities against whom provisional relief is being sought under § 1519 of the Bankruptcy Code.

9. Addresses

Country where the debtor has the center of its main interests:

Canada

Debtor's registered office:

199 Bay Street
Number Street

5300 Commerce Court West
P.O. Box

Toronto, Ontario M5L 1B9
City State/Province/Region ZIP/Postal Code

Canada
Country

Individual debtor's habitual residence:

199 Bay Street
Number Street

5300 Commerce Court West
P.O. Box

Toronto, Ontario M5L 1B9
City State/Province/Region ZIP/Postal Code

Canada
Country

Address of foreign representative(s):

3318 Lakemont Blvd.
Number Street

P.O. Box

Fort Mill SC 29708
City State/Province/Region ZIP/Postal Code

United States
Country

10. Debtor's website (URL)

http://us.moodmedia.com/

11. Type of debtor

Check one:

☑ Non-individual (*check one*):

☑ Corporation. Attach a corporate ownership statement containing the information described in Fed. R. Bankr. P. 7007.1.

☐ Partnership

☐ Other. Specify: ____________________

☐ Individual

Debtor Mood Media Corporation
Name

Case number (if known) 17-[____]

12. Why is venue proper in *this district*?

Check one:

- ☐ Debtor's principal place of business or principal assets in the United States are in this district.
- ☐ Debtor does not have a place of business or assets in the United States, but the following action or proceeding in a federal or state court is pending against the debtor in this district:
  ____.
- ☑ If neither box is checked, venue is consistent with the interests of justice and the convenience of the parties, having regard to the relief sought by the foreign representative, because:

Each of the Debtors has either issued or guaranteed certain bonds that are governed by New York law. Additionally, each of the Debtors has property in the United States in the form of a retainer deposit in a client trust account at Citibank in New York, New York for the benefit of all of the Debtors.

13. Signature of foreign representative(s)

I request relief in accordance with chapter 15 of title 11, United States Code.

I am the foreign representative of a debtor in a foreign proceeding, the debtor is eligible for the relief sought in this petition, and I am authorized to file this petition.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct,

✘ /s/ Michael F. Zendan II
Signature of foreign representative

Michael F. Zendan II
Printed name

Executed on 05/22/2017
MM / DD / YYYY

✘ ____________________
Signature of foreign representative

____
Printed name

Executed on ____________
MM / DD / YYYY

14. Signature of attorney

✘ /s/ Joshua A. Sussberg
Signature of Attorney for foreign representative

Date 05/22/2017
MM / DD / YYYY

Joshua A. Sussberg
Printed name

Kirkland & Ellis LLP
Firm name

601 Lexington Avenue
Number Street

New York NY 10022
City State ZIP Code

(212) 446-4800
Contact phone

joshua.sussberg@kirkland.com
Email address

4216453
Bar number

NY
State

Print Save As... Add Attachment Reset

Schedule 1

Mood Media Corporation
Corporate Ownership Statement

In compliance with the with the requirements of Bankruptcy Rule 1007(a)(4)(A), the following is the corporate ownership statement of the debtor, Mood Media Corporation (the "Debtor"), identifying any corporation that directly or indirectly owns 10% or more of any class of the Debtor's equity interests:

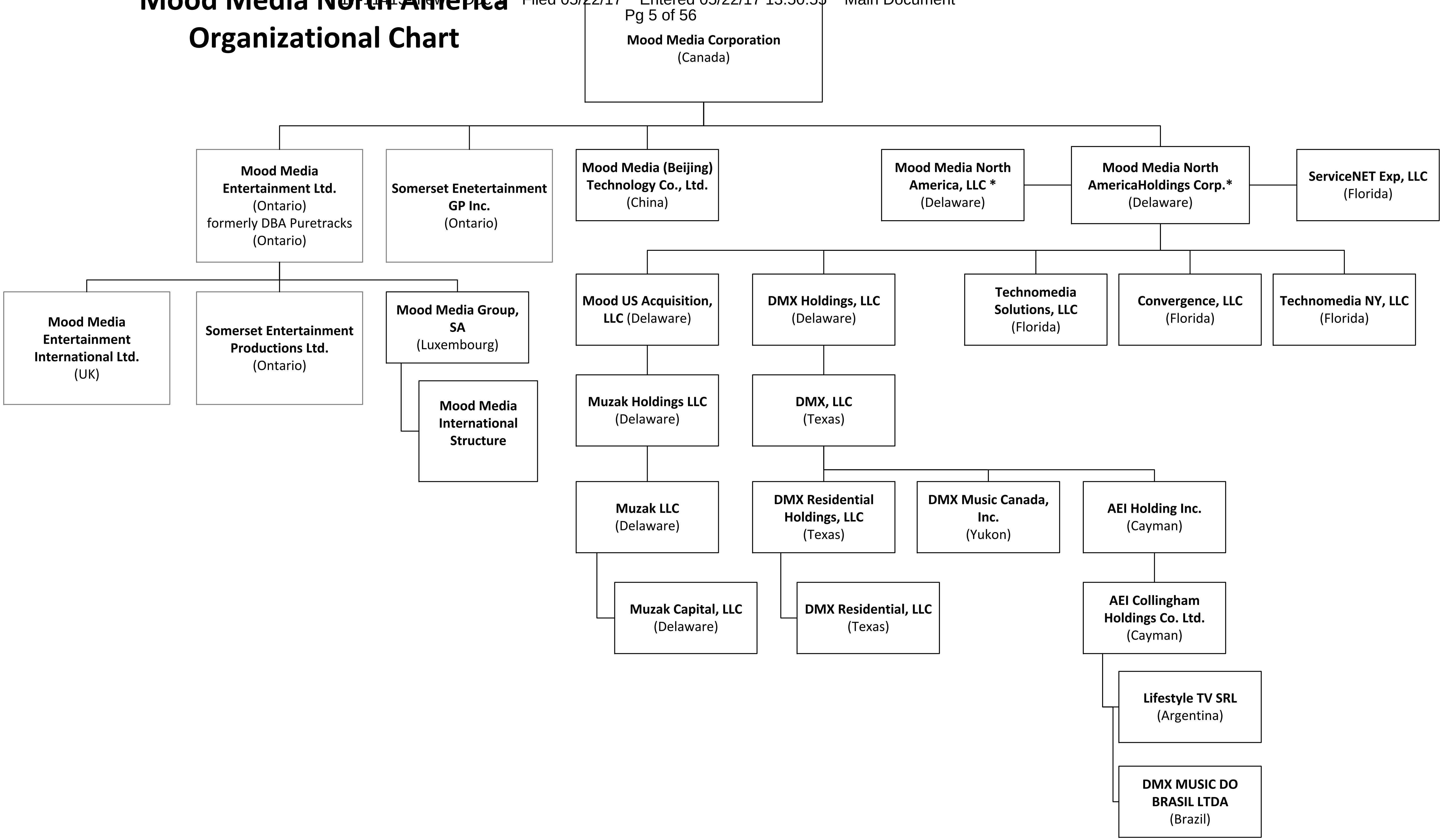
- Arbiter Partners Capital Management, LLC owns approximately 17.66% of Mood Media Corporation; Fidelity[1] owns approximately 12.22% of Mood Media Corporation.[2]

For the Court's convenience, a corporate structure chart is included herewith.

[1] "Fidelity" may include "Fidelity Management & Research Company," "Pyramis Global Advisors, LLC," "Pyramis Global Advisors Trust Company," "Strategic Advisors Incorporated," "FIL Limited," "Crosby Advisors LLC," or "Fidelity SelectCo, LLC."

[2] Each of the listed entities carries more than 10 percent of the voting rights attached to any class of voting securities in Mood Media Corporation.

Mood Media North America Organizational Chart


Mood Media Corporation (Canada)
Mood Media Entertainment Ltd. (Ontario) formerly DBA Puretracks (Ontario)
Somerset Enetertainment GP Inc. (Ontario)
Mood Media (Beijing) Technology Co., Ltd. (China)
Mood Media North America, LLC * (Delaware)
Mood Media North AmericaHoldings Corp.* (Delaware)
ServiceNET Exp, LLC (Florida)
Mood Media Entertainment International Ltd. (UK)
Somerset Entertainment Productions Ltd. (Ontario)
Mood Media Group, SA (Luxembourg)
Mood Media International Structure
Mood US Acquisition, LLC (Delaware)
DMX Holdings, LLC (Delaware)
Technomedia Solutions, LLC (Florida)
Convergence, LLC (Florida)
Technomedia NY, LLC (Florida)
Muzak Holdings LLC (Delaware)
DMX, LLC (Texas)
Muzak LLC (Delaware)
DMX Residential Holdings, LLC (Texas)
DMX Music Canada, Inc. (Yukon)
AEI Holding Inc. (Cayman)
Muzak Capital, LLC (Delaware)
DMX Residential, LLC (Texas)
AEI Collingham Holdings Co. Ltd. (Cayman)
Lifestyle TV SRL (Argentina)
DMX MUSIC DO BRASIL LTDA (Brazil)

***f/k/a Panther - Lion Holdings Corp**

All ownership percentages are 100% with the following exceptions:
Mood Media Entertainment Ltd.
94.2% owned by Mood Media Corporation
5.8% owned by DMX Music Canada, Inc.
.001% owned by Somerset Entertainment GP INc.
Lifestyle TV SRL
95% owned by AEI Collingham Holdings Co. Ltd.
5% owned by DMX, LLC

Schedule 2

Others Entitled to Notice

All persons or bodies authorized to administer foreign proceedings of the debtor

Michael F. Zendan II
1703 West Fifth Street
Austin, Texas 78703

Mood Media Corporation
1703 West Fifth Street
Austin, Texas 78703

All parties to litigation pending in the United States in which the debtor is a party at the time of filing of this petition

PARTY	ADDRESS
PARTIES TO LITIGATION	BALURDI, FRANK C/O LAWYERS FOR JUSTICE PC 410 ARDEN AVE #203 GLENDALE, CA 91203
PARTIES TO LITIGATION	CAROLINE LISA ALEMAN C/O BAILEY & DIXON LLP ATTN JOHN HEYDT PHILBECK PO BOX 1351 RALEIGH, NC 27602-1351 FAX: 919-828-0731 HPHILBECK@BDIXON.COM
PARTIES TO LITIGATION	GARY KRAGER C/O AIKEN ST LOUIS & SILJEG 801 SECOND AVENUE, SUITE 1200 SEATTLE, WA 98104 FAX: 206-623-5764
PARTIES TO LITIGATION	GARY KRAGER C/O GIBBONS & ASSOCIATES 601 UNION STREET, SUITE 2600 SEATTLE, WA 98101-4000 FAX: 206-381-3341
PARTIES TO LITIGATION	INFO-HOLD, INC. ATTN: DANIEL JOSEPH WOOD 4120 AIRPORT ROAD CINCINNATI, OH 45226 FAX: 513-248-5609 DANW@INFOHOLD.COM

PARTY	ADDRESS
PARTIES TO LITIGATION	INFO-HOLD, INC. C/O STANDLEY LAW GROUP LLP ATTN: JAMES KWAK AND MELISSA ANNE ROGERS 6300 RIVERSIDE DR. DUBLIN, OH 43017 FAX: 614-792-5536 JKWAK@STANDLEYLLP.COM; MMCCURDY@STANDLEYLLP.COM
PARTIES TO LITIGATION	INFO-HOLD, INC. C/O STANDLEY LAW GROUP LLP ATTN: JAMES KWAK AND FRED MICHAEL SPEED, JR 6300 RIVERSIDE DRIVE DUBLIN, OH 43017 FAX: 614-792-5536 JKWAK@STANDLEYLLP.COM; MSPEED@STANDLEYLLP.COM
PARTIES TO LITIGATION	INFO-HOLD, INC. ATTN: DANIEL JOSEPH WOOD 4120 AIRPORT ROAD CINCINNATI, OH 45226 FAX: 513-248-5609 DANW@INFOHOLD.COM
PARTIES TO LITIGATION	STANDLEY LAW GROUP LLP ATTN: JAMES KWAK 6300 RIVERSIDE DRIVE DUBLIN, OH 43017 FAX: 614-792-5536 JKWAK@STANDLEYLLP.COM; MSPEED@STANDLEYLLP.COM
PARTIES TO LITIGATION	SOUNDEXCHANGE, INC. C/O JENNER & BLOCK LLP ATTN: EMILY LAUREN CHAPUIS AND JOSHUA MORRIS SEGAL 1099 NEW YORK AVENUE, NW SUITE 900 WASHINGTON, DC 20001-4412 FAX: 202-639-6066 ECHAPUIS@JENNER.COM; JSEGAL@JENNER.COM
PARTIES TO LITIGATION	SOUNDEXCHANGE, INC. C/O MUNGER, TOLLES & OLSON LLP ATTN: MICHAEL BRIAN DESANCTIC 1155 F STREET, NW 7TH FLOOR WASHINGTON, DC 20004 FAX: 213-683-4007 MICHAEL.DESANCTIS@MTO.COM

PARTY	ADDRESS
PARTIES TO LITIGATION	COPYRIGHT ROYALTY BOARD THE LIBRARY OF CONGRESS JAMES MADISON MEMORIAL BUILDING LM 401 101 INDEPENDENCE AVENUE SE WASHINGTON, DC 20559-6000
PARTIES TO LITIGATION	UNIVERSAL MUSIC ENTERPRISES ATTN JOHN RAY 2220 COLORADO AVENUE SANTA MONICA, CA 90404 JOHN.RAY@UMUSIC.COM
PARTIES TO LITIGATION	WALLACK REAL ESTATE INVESTMENTS, LLC 900 OCEAN DR MIAMI BEACH, FL 33134

All entities against whom provisional relief is being sought under § 1519 of the Bankruptcy Code

PARTY	ADDRESS
TERM LOAN AGENT (ADMINISTRATIVE)	CREDIT SUISSE AG ATTN: SEAN PORTRAIT, AGENCY MANAGER 11 MADISON AVENUE NEW YORK, NY 10010 AGENCY.LOANOPS@CREDIT-SUISSE.COM
TERM LOAN AGENT (COLLATERAL)	CREDIT SUISSE AG ATTN: LOAN OPERATIONS – BOUTIQUE MANAGEMENT ELEVEN MADISON AVENUE NEW YORK, NY 10010 OPS-COLLATERAL@CREDIT-SUISSE.CO
COUNTERPARTY TO THE DEBTORS' EXECUTORY CONTRACTS AND UNEXPIRED LEASES	HARMAN PROFESSIONAL, INC. PO BOX 4438 CHURCH STREET STATION NEW YORK, NY 10087
COUNTERPARTY TO THE DEBTORS' EXECUTORY CONTRACTS AND UNEXPIRED LEASES	HARMAN PROFESSIONAL, INC. ATTN: LAW DEPT 400 ATLANTIC ST. 15TH FL. STAMFORD, FL 06907

PARTY	ADDRESS
COUNTERPARTY TO THE DEBTORS’ EXECUTORY CONTRACTS AND UNEXPIRED LEASES	LORAL SPACECOM CORPORATION SUBSEQUENTLY, ASSIGNED/ACQUIRED BY INTELSAT USA SALES LLC ("SKYNET") 3400 INTERNATIONAL DRIVE N.W. WASHINGTON , DC 20083
COUNTERPARTY TO THE DEBTORS’ EXECUTORY CONTRACTS AND UNEXPIRED LEASES	LORAL SPACECOM CORPORATION SUBSEQUENTLY, ASSIGNED/ACQUIRED BY INTELSAT USA SALES LLC ("SKYNET") 500 HILLS DRIVE BEDMINSTER, NJ 07921
COUNTERPARTY TO THE DEBTORS’ EXECUTORY CONTRACTS AND UNEXPIRED LEASES	KLIPSCH GROUP, INC. 3502 WOODVIEW TRACE SUITE 20 INDIANAPOLIS, IN 46268
COUNTERPARTY TO THE DEBTORS’ EXECUTORY CONTRACTS AND UNEXPIRED LEASES	MICROSPACE COMMUNICATIONS CORPORATION PO BOX 60971 CHARLOTTE, NC 28260
COUNTERPARTY TO THE DEBTORS’ EXECUTORY CONTRACTS AND UNEXPIRED LEASES	MICROSPACE COMMUNICATIONS CORPORATION 3100 HIGHWOODS BLVD STE. 120 RALEIGH, NC 27604-1033
COUNTERPARTY TO THE DEBTORS’ EXECUTORY CONTRACTS AND UNEXPIRED LEASES	HERMAN ELECTRONICS, INC. 7350 HERMAN WAY MIAMI, FL 27604-1033
COUNTERPARTY TO THE DEBTORS’ EXECUTORY CONTRACTS AND UNEXPIRED LEASES	BITMAX LLC 6255 EAST SUNSET BLVD., #1515 HOLLYWOOD, CA 90028
COUNTERPARTY TO THE DEBTORS’ EXECUTORY CONTRACTS AND UNEXPIRED LEASES	ORACLE USA, INC. PO BOX 203448 DALLAS, TX 75320

PARTY	ADDRESS
COUNTERPARTY TO THE DEBTORS' EXECUTORY CONTRACTS AND UNEXPIRED LEASES	ORACLE USA, INC. 500 ORACLE PARKWAY REDWOOD SHORES, CA 94065
COUNTERPARTY TO THE DEBTORS' EXECUTORY CONTRACTS AND UNEXPIRED LEASES	PHONOGRAPHIC PERFORMANCE LIMITED 1 UPPER JAMES ST. LONDON, W1F 9DE ENGLAND
COUNTERPARTY TO THE DEBTORS' EXECUTORY CONTRACTS AND UNEXPIRED LEASES	SCPP 14 BOULEVARD DU GENERAL LECLERC NEUILLY-SUR-SEINE CEDEX 92527 FRANCE
COUNTERPARTY TO THE DEBTORS' EXECUTORY CONTRACTS AND UNEXPIRED LEASES	SUNNIWELL CO. LTD. 1717 HAITAI BUILDING #229 BEISHUANG ZHONG ROAD BEIJING, PRC 100083 CHINA
COUNTERPARTY TO THE DEBTORS' EXECUTORY CONTRACTS AND UNEXPIRED LEASES	SUNNIWELL CO. LTD. 1717 HAITAI BUILDING #229 BEISHUANG ZHONG ROAD BEIJING, PRC 100083 CHINA
COUNTERPARTY TO THE DEBTORS' EXECUTORY CONTRACTS AND UNEXPIRED LEASES	CELLCO PARTNERSHIP AND ITS CONTROLLED AND/OR MANAGED AFFILIATES DOING BUSINESS AS VERIZON WIRELESS PO BOX 660108 DALLAS, TX 75392
COUNTERPARTY TO THE DEBTORS' EXECUTORY CONTRACTS AND UNEXPIRED LEASES	VERIZON WIRELESS LEGAL & EXTERNAL AFFAIRS DEPT. ATTN: HQ LEGAL ONE VERIZON WAY BASKING RIDGE, NJ 07920
COUNTERPARTY TO THE DEBTORS' EXECUTORY CONTRACTS AND UNEXPIRED LEASES	DMX AFRICA; TIMES MEDIA LIMITED; BLUESTAR ENTERTAINMENT NETWORK PROPRIETARY LIMITED 88 STELLA ST GROUND FLOOR SANDOWN MEWS EAST SANDOWN, 2196 SOUTH AFRICA

PARTY	ADDRESS
COUNTERPARTY TO THE DEBTORS’ EXECUTORY CONTRACTS AND UNEXPIRED LEASES	DIRECTV. INC. PO BOX 105249 ATLANTA , GA 30348
COUNTERPARTY TO THE DEBTORS’ EXECUTORY CONTRACTS AND UNEXPIRED LEASES	DIRECTV. INC. 2230 EAST IMPERIAL HIGHWAY EL SEGUNDO, CA 90245
COUNTERPARTY TO THE DEBTORS’ EXECUTORY CONTRACTS AND UNEXPIRED LEASES	DIRECTV. INC. 2230 EAST IMPERIAL HIGHWAY EL SEGUNDO, CA 90245
COUNTERPARTY TO THE DEBTORS’ EXECUTORY CONTRACTS AND UNEXPIRED LEASES	WESTPORT RESEARCH ASSOCIATES, INC. PO BOX 105249 ATLANTA , GA 30348
COUNTERPARTY TO THE DEBTORS’ EXECUTORY CONTRACTS AND UNEXPIRED LEASES	WESTPORT RESEARCH ASSOCIATES, INC. 2230 EAST IMPERIAL HIGHWAY EL SEGUNDO, CA 90245
COUNTERPARTY TO THE DEBTORS’ EXECUTORY CONTRACTS AND UNEXPIRED LEASES	ECHOSTAR SATELLITE CORPORATION 530 ECHOSTAR DRIVE CHEYENNE, WY 82007
COUNTERPARTY TO THE DEBTORS’ EXECUTORY CONTRACTS AND UNEXPIRED LEASES	ECHOSTAR SATELLITE CORPORATION 530 ECHOSTAR DRIVE CHEYENNE, WY 82007
COUNTERPARTY TO THE DEBTORS’ EXECUTORY CONTRACTS AND UNEXPIRED LEASES	ECHOSTAR SATELLITE CORPORATION 530 ECHOSTAR DRIVE CHEYENNE, WY 82007

PARTY	ADDRESS
COUNTERPARTY TO THE DEBTORS' EXECUTORY CONTRACTS AND UNEXPIRED LEASES	GBT US LLC D/B/A AMERICAN EXPRESS GLOBAL BUSINESS TRAVEL TRAVEL RELATED SERVICES CO. INC PO BOX 360001 FORT LAUDERDALE, FL 33336
COUNTERPARTY TO THE DEBTORS' EXECUTORY CONTRACTS AND UNEXPIRED LEASES	GBT US LLC D/B/A AMERICAN EXPRESS GLOBAL BUSINESS TRAVEL ATTN: GENERAL COUNSEL'S OFFICE THREE WORLD FINANCIAL CENTER 200 VESEY STREET NEW YORK, NY 10285
COUNTERPARTY TO THE DEBTORS' EXECUTORY CONTRACTS AND UNEXPIRED LEASES	DMX AFRICA ;TIMES MEDIA LIMITED; BLUESTAR ENTERTAINMENT NETWORK PROPRIETARY LIMITED 88 STELLA ST., GROUND FLOOR SANDOWN MEWS EAST SANDOWN, 2196 South Africa
COUNTERPARTY TO THE DEBTORS' EXECUTORY CONTRACTS AND UNEXPIRED LEASES	AT&T CORP. 2359 PERIMETER POINTE PKWY 6TH FL, CHARLOTTE, NC 28208
COUNTERPARTY TO THE DEBTORS' EXECUTORY CONTRACTS AND UNEXPIRED LEASES	AT&T CORP. ONE AT&T WAY BEDMINSTER, NJ 07921
COUNTERPARTY TO THE DEBTORS' EXECUTORY CONTRACTS AND UNEXPIRED LEASES	BOSE CORPORATION 93132 NETWORK PLACE CHICAGO, IL 60673
COUNTERPARTY TO THE DEBTORS' EXECUTORY CONTRACTS AND UNEXPIRED LEASES	BOSE CORPORATION THE MOUNTAIN FRAMINGHAM, MA 01701
COUNTERPARTY TO THE DEBTORS' EXECUTORY CONTRACTS AND UNEXPIRED LEASES	BOSE BV NIJVERHEIDSSTRAAT 8 EDAM, 1135GE NETHERLANDS

PARTY	ADDRESS
COUNTERPARTY TO THE DEBTORS' EXECUTORY CONTRACTS AND UNEXPIRED LEASES	SHAZAM ENTERTAINMENT LIMITED 52 VANDERBILT AVE 19TH FLOOR NEW YORK, NY 10017
COUNTERPARTY TO THE DEBTORS' EXECUTORY CONTRACTS AND UNEXPIRED LEASES	SHAZAM ENTERTAINMENT LIMITED LEGAL DEPARTMENT 26-28 HAMMERSMITH GROVE LONDON, W6 7H UNITED KINGDOM
COUNTERPARTY TO THE DEBTORS' EXECUTORY CONTRACTS AND UNEXPIRED LEASES	AT&T DIGITAL MEDIA CENTERS, INC., BY NATIONAL DIGITAL TELEVISION CENTER, INC. 4100 E. DRY CREEK RD. LITTLETON, CO 80122
COUNTERPARTY TO THE DEBTORS' EXECUTORY CONTRACTS AND UNEXPIRED LEASES	AT&T LEGAL 188 INVERNESS DR WEST ENGLEWOOD, CO 80112
COUNTERPARTY TO THE DEBTORS' EXECUTORY CONTRACTS AND UNEXPIRED LEASES	CORE SERVICES CORPORATION 130 BELMONT DRIVE SOMERSET, NJ 08873
COUNTERPARTY TO THE DEBTORS' EXECUTORY CONTRACTS AND UNEXPIRED LEASES	KLIPSCH GROUP, INC. 3502 WOODVIEW TRACE, SUITE 20 INDIANAPOLIS, IN 46268
COUNTERPARTY TO THE DEBTORS' EXECUTORY CONTRACTS AND UNEXPIRED LEASES	ENTERPRISE FLEET MANAGEMENT, INC.; ENTERPRISE PM TRUST PO BOX 800089 KANSAS CITY, MO 77043
COUNTERPARTY TO THE DEBTORS' EXECUTORY CONTRACTS AND UNEXPIRED LEASES	ENTERPRISE LEASING COMPANY, SE PO BOX 800089 KANSAS CITY, MO 77043

PARTY	ADDRESS
COUNTERPARTY TO THE DEBTORS' EXECUTORY CONTRACTS AND UNEXPIRED LEASES	WINDSTREAM COMMUNICATIONS 601 LAMBERT POINT HAZELWOOD, MO 63042
COUNTERPARTY TO THE DEBTORS' EXECUTORY CONTRACTS AND UNEXPIRED LEASES	WINDSTREAM ATTN: LEGAL DEPT. 4001 N. RODNEY PARHAM RD LITTLE ROCK, AR 72212
COUNTERPARTY TO THE DEBTORS' EXECUTORY CONTRACTS AND UNEXPIRED LEASES	TOYO MEDIA LINKS CO. LTD. BUNGEISYUNJU BUILDING 3-23 KIOICHO CHIYODA-KU TOKYO, JAPAN
COUNTERPARTY TO THE DEBTORS' EXECUTORY CONTRACTS AND UNEXPIRED LEASES	NIPPON REDIFFUSION LIMITED 5, SAMBANCHO CHIYODA-KU , 102-0075 JAPAN
COUNTERPARTY TO THE DEBTORS' EXECUTORY CONTRACTS AND UNEXPIRED LEASES	MAINICHI VIDEO-AUDIO SYSTEM, INC. 4-9 KORAIBASHI 4-CHOME CHUO-KU OSAKA, 541-0043 JAPAN
COUNTERPARTY TO THE DEBTORS' EXECUTORY CONTRACTS AND UNEXPIRED LEASES	CHUM SATELLITE SERVICES LIMITED STINGRAY DIGITAL 730 RUE WELLINGTON MONTREAL, QC H3C 1T4 CANADA
COUNTERPARTY TO THE DEBTORS' EXECUTORY CONTRACTS AND UNEXPIRED LEASES	MUZAK LLC ATTN: LEGAL 1703 W. 5TH STREET, SUITE 600 AUSTIN, TX 78703
COUNTERPARTY TO THE DEBTORS' EXECUTORY CONTRACTS AND UNEXPIRED LEASES	CHIPOTLE 1401 WYNKOOP ST. DENVER, CO 80202

PARTY	ADDRESS
COUNTERPARTY TO THE DEBTORS' EXECUTORY CONTRACTS AND UNEXPIRED LEASES	TEXAS ROADHOUSE 6040 DUTCHMANS LANE LOUISVILLE, KY 40205
COUNTERPARTY TO THE DEBTORS' EXECUTORY CONTRACTS AND UNEXPIRED LEASES	SAGE-MONTEREY OAKS, LTD. C/O PYRAMID PROPERTIES, INC PO BOX 684548 AUSTIN, TX 78768
COUNTERPARTY TO THE DEBTORS' EXECUTORY CONTRACTS AND UNEXPIRED LEASES	CONNECT MUSIC LICENSING SERVICE INC. ATTN: LICENSING COORDINATOR 85 MOWAT AVE TORONTO, ON M6K 3E3 CANADA
COUNTERPARTY TO THE DEBTORS' EXECUTORY CONTRACTS AND UNEXPIRED LEASES	CONNECT MUSIC LICENSING SERVICE INC ATTN: LICENSING COORDINATOR 85 MOWAT AVE TORONTO, ON M6K 3E3 CANADA
COUNTERPARTY TO THE DEBTORS' EXECUTORY CONTRACTS AND UNEXPIRED LEASES	CONNECT MUSIC LICENSING SERVICE INC. ATTN: LICENSING COORDINATOR 85 MOWAT AVE TORONTO, ON M6K 3E3 CANADA
COUNTERPARTY TO THE DEBTORS' EXECUTORY CONTRACTS AND UNEXPIRED LEASES	SONY MUSIC, A GROUP OF SONY MUSIC ENTERTAINMENT INC. 550 MADISON AVE. NEW YORK, NY 10022
COUNTERPARTY TO THE DEBTORS' EXECUTORY CONTRACTS AND UNEXPIRED LEASES	CONNECT MUSIC LICENSING SERVICE INC. ATTN: LICENSING COORDINATOR 85 MOWAT AVE TORONTO, ON M6K 3E3 CANADA
COUNTERPARTY TO THE DEBTORS' EXECUTORY CONTRACTS AND UNEXPIRED LEASES	CONNECT MUSIC LICENSING SERVICE INC. ATTN: LICENSING COORDINATOR 85 MOWAT AVE TORONTO, ON M6K 3E3 CANADA

PARTY	ADDRESS
COUNTERPARTY TO THE DEBTORS' EXECUTORY CONTRACTS AND UNEXPIRED LEASES	SESAC LLC 55 MUSIC SQUARE E. NASHVILLE, TN 37203
COUNTERPARTY TO THE DEBTORS' EXECUTORY CONTRACTS AND UNEXPIRED LEASES	SESAC LLC 152 W 57TH ST. NEW YORK, NY 10019
COUNTERPARTY TO THE DEBTORS' EXECUTORY CONTRACTS AND UNEXPIRED LEASES	UNIVERSAL MUSIC ENTERPRISES, A DIVISION OF UMG RECORDINGS, INC. 2220 COLORADO AVE. SANTA MONICA, CA 90404
COUNTERPARTY TO THE DEBTORS' EXECUTORY CONTRACTS AND UNEXPIRED LEASES	CONNECT MUSIC LICENSING SERVICE INC ATTN: LICENSING COORDINATOR 85 MOWAT AVE TORONTO, ON M6K 3E3 CANADA
COUNTERPARTY TO THE DEBTORS' EXECUTORY CONTRACTS AND UNEXPIRED LEASES	SONY MUSIC ENTERTAINMENT 550 MADISON AVE. NEW YORK, NY 10022
COUNTERPARTY TO THE DEBTORS' EXECUTORY CONTRACTS AND UNEXPIRED LEASES	YAHOO! INC. 701 FIRST AVENUE SUNNYVALE, CA 94089
COUNTERPARTY TO THE DEBTORS' EXECUTORY CONTRACTS AND UNEXPIRED LEASES	OUTREACH MEDIA SOLUTIONS LLC D/B/A WOVENMEDIA 139 TOWNSEND STREET MEZZANINE SAN FRANCISCO, CA 94107
COUNTERPARTY TO THE DEBTORS' EXECUTORY CONTRACTS AND UNEXPIRED LEASES	DIGICHIEF, LLC 232 S. ASHLAND AVENUE LEXINGTON, KY 40502

PARTY	ADDRESS
COUNTERPARTY TO THE DEBTORS' EXECUTORY CONTRACTS AND UNEXPIRED LEASES	MOM AND POP MUSIC CO. 1140 BROADWAY SUITE 1505 NEW YORK, NY 10001
COUNTERPARTY TO THE DEBTORS' EXECUTORY CONTRACTS AND UNEXPIRED LEASES	SUB POP RECORDS, INC. 2013 FOURTH AVE. 3RD FLOOR SEATTLE, WA 98121
COUNTERPARTY TO THE DEBTORS' EXECUTORY CONTRACTS AND UNEXPIRED LEASES	WALT DISNEY RECORDS AND ITS SUBSIDIARIES 500 S. BUENA VISTA ST. BURBANK, CA 91521
COUNTERPARTY TO THE DEBTORS' EXECUTORY CONTRACTS AND UNEXPIRED LEASES	CONCORD MUSIC GROUP, INC., 100 N. CRESCENT DRIVE BEVERLY HILLS, CA 90210
COUNTERPARTY TO THE DEBTORS' EXECUTORY CONTRACTS AND UNEXPIRED LEASES	GRUBMAN INDURSKY & SHIRE 152 WEST 57TH STREET NEW YORK, NY 10019
COUNTERPARTY TO THE DEBTORS' EXECUTORY CONTRACTS AND UNEXPIRED LEASES	DISNEYLAND-VISTA RECORDS 500 S. BUENA VISTA ST. BURBANK, CA 91521
COUNTERPARTY TO THE DEBTORS' EXECUTORY CONTRACTS AND UNEXPIRED LEASES	KOBALT MUSIC PUBLISHING AMERICA, INC. 317 MADISON AVE., SUITE 2310 NEW YORK, NY 10017
COUNTERPARTY TO THE DEBTORS' EXECUTORY CONTRACTS AND UNEXPIRED LEASES	THE HARRY FOX AGENCY, INC. 40 WALL STREET 6TH FLOOR NEW YORK, NY 10005

PARTY	ADDRESS
COUNTERPARTY TO THE DEBTORS’ EXECUTORY CONTRACTS AND UNEXPIRED LEASES	APRA NZ LIMITED UNIT 113, ZONE 23 23 EDWIN STREET MT EDEN AUCKLAND 1024 NEW ZEALAND
COUNTERPARTY TO THE DEBTORS’ EXECUTORY CONTRACTS AND UNEXPIRED LEASES	EPIDEMIC SOUND AB ÅSÖGATAN 121 STOCKHOLM, 116 24 SWEDEN
COUNTERPARTY TO THE DEBTORS’ EXECUTORY CONTRACTS AND UNEXPIRED LEASES	SAGE-MONTEREY OAKS, LTD. C/O PYRAMID PROPERTIES, INC. PO BOX 684548 AUSTIN, TX 78768
COUNTERPARTY TO THE DEBTORS’ EXECUTORY CONTRACTS AND UNEXPIRED LEASES	PCTC ASSOCIATES, LP 3000 NORTHWOODS PKWY SUITE 260 NORCROSS, GA 30071
COUNTERPARTY TO THE DEBTORS’ EXECUTORY CONTRACTS AND UNEXPIRED LEASES	100 SEBETHE DRIVE, LLC. PO BOX 945 FARMINGTON, CT 06034
COUNTERPARTY TO THE DEBTORS’ EXECUTORY CONTRACTS AND UNEXPIRED LEASES	LAKEMONT INDUSTRIAL HOLDING COMPANY PO BOX 531622 ATLANTA, GA 30353
COUNTERPARTY TO THE DEBTORS’ EXECUTORY CONTRACTS AND UNEXPIRED LEASES	CAPSTAR INVESTMENT PARTNERS, LP C/O PYRAMID PROPERTIES, INC 1717 W. 6TH STE 380 AUSTIN, TX 78738
COUNTERPARTY TO THE DEBTORS’ EXECUTORY CONTRACTS AND UNEXPIRED LEASES	SAGE-HARTLAND PARK, L.P. C/O PYRAMID PROPERTIES, INC PO BOX 684548 AUSTIN, TX 78768

PARTY	ADDRESS
COUNTERPARTY TO THE DEBTORS' EXECUTORY CONTRACTS AND UNEXPIRED LEASES	METROLINK BUSINESS PARK, LLC 11845 W. OLYMPIC BLVD., SUITE 1200 LOS ANGELES, CA 90064
COUNTERPARTY TO THE DEBTORS' EXECUTORY CONTRACTS AND UNEXPIRED LEASES	OTAY TERMINAL – CALLE FORTUNADA, LLC 11440 WEST BERNARDO CT, STE 390 SAN DIEGO, CA 92127
COUNTERPARTY TO THE DEBTORS' EXECUTORY CONTRACTS AND UNEXPIRED LEASES	HUDSON MERRILL PLACE LLC 411 FIRST AVE S., SUITE 210 SEATTLE, WA 98104
COUNTERPARTY TO THE DEBTORS' EXECUTORY CONTRACTS AND UNEXPIRED LEASES	REGENCY OFFICE CENTER, L.P. 12015 PARK 35 CIRCLE, STE. 1303 AUSTIN, TX 78753
NOTEHOLDERS SUBJECT TO ARRANGEMENT (HOLDERS OF THE 9.25% NOTES)	THE BANK OF NEW YORK MELLON- 0901 525 WILLIAM PENN PLACE SUITE 153-0400 PITTSBURGH, PA 15259
NOTEHOLDERS SUBJECT TO ARRANGEMENT (HOLDERS OF THE 9.25% NOTES)	BNYMELLON/RE THE PRUDENTIAL INVESTMENT- 2510 525 WILLIAM PENN PLACE PITTSBURGH, PA 15259
NOTEHOLDERS SUBJECT TO ARRANGEMENT (HOLDERS OF THE 9.25% NOTES)	THE BANK OF NEW YORK MELLON/MELLON TRUST OF NEW ENGLAND, NATIONAL ASSOCIATION-0954 525 WILLIAM PENN PLACE SUITE 153-0400 PITTSBURGH, PA 15259
NOTEHOLDERS SUBJECT TO ARRANGEMENT (HOLDERS OF THE 9.25% NOTES)	BROWN BROTHERS HARRIMAN & CO.- 0010 525 WASHINGTON BLVD. JERSEY CITY, NJ 07310

PARTY	ADDRESS
NOTEHOLDERS SUBJECT TO ARRANGEMENT (HOLDERS OF THE 9.25% NOTES)	CITIBANK, N.A.- 0908 3801 CITIBANK CENTER B/3RD FLOOR/ZONE 12 TAMPA, FL 33610
NOTEHOLDERS SUBJECT TO ARRANGEMENT (HOLDERS OF THE 9.25% NOTES)	CREDIT SUISSE SECURITIES (USA) LLC-0355 7033 LOUIS STEVENS DRIVE GLOBAL PROXY SERVICES RESEARCH TRIANGLE, NPC 27560
NOTEHOLDERS SUBJECT TO ARRANGEMENT (HOLDERS OF THE 9.25% NOTES)	DEUTSCHE BANK SECURITIES INC- 0573 5022 GATE PARKWAY SUITE 100 JACKSONVILLE, FL 32256
NOTEHOLDERS SUBJECT TO ARRANGEMENT (HOLDERS OF THE 9.25% NOTES)	GOLDMAN, SACHS & CO- 0005 PROXY HOTLINE 1 30 HUDSON STREET PROXY DEPARTMENT JERSEY CITY, NJ 07302
NOTEHOLDERS SUBJECT TO ARRANGEMENT (HOLDERS OF THE 9.25% NOTES)	JPMORGAN CHASE BANK, NATIONAL ASSOCIATION- 0902 14201 DALLAS PKWY FLOOR 12 - CORP ACTIONS DEPT DALLAS, TX 75254
NOTEHOLDERS SUBJECT TO ARRANGEMENT (HOLDERS OF THE 9.25% NOTES)	J.P. MORGAN SECURITIES LLC/JPMC- 0352 500 STANTON CHRISTIANA ROAD CORP ACTIONS 3RD FL NEWARK, DE 19713-2107
NOTEHOLDERS SUBJECT TO ARRANGEMENT (HOLDERS OF THE 9.25% NOTES)	MITSUBISHI UFJ TRUST & BANKING CORPORATION, NEW YORK BRANCH- 2932 420 FIFTH AVENUE 6TH FLOOR NEW YORK, NY 10018
NOTEHOLDERS SUBJECT TO ARRANGEMENT (HOLDERS OF THE 9.25% NOTES)	MORGAN STANLEY & CO. LLC- 0050 1300 THAMES STREET WHARF 7TH FLOOR BALTIMORE, MD 21231

PARTY	ADDRESS
NOTEHOLDERS SUBJECT TO ARRANGEMENT (HOLDERS OF THE 9.25% NOTES)	THE NORTHERN TRUST COMPANY- 2669 ATTN: CAPITAL STRUCTURES-C1N 801 S CANAL STREET CHICAGO, IL 60607
NOTEHOLDERS SUBJECT TO ARRANGEMENT (HOLDERS OF THE 9.25% NOTES)	PERSHING LLC- 0443 ONE PERSHING PLAZA JERSEY CITY, NJ 07399
NOTEHOLDERS SUBJECT TO ARRANGEMENT (HOLDERS OF THE 9.25% NOTES)	STATE STREET BANK AND TRUST COMPANY- 0997 1776 HERITAGE DRIVE NORTH QUINCY, MA 02171
NOTEHOLDERS SUBJECT TO ARRANGEMENT (HOLDERS OF THE 9.25% NOTES)	STATE STREET BANK & TRUST COMPANY / ISHARES EUROPE- 2375 1776 HERITAGE DRIVE NORTH QUINCY, MA 02171
NOTEHOLDERS SUBJECT TO ARRANGEMENT (HOLDERS OF THE 9.25% NOTES)	STATE STREET BANK & TRUST/STATE STREET TOTALETF- 2950 GLOBAL CORP ACTION DEPT JAB5W P.O. BOX 1631 BOSTON, MA 02105-1631
NOTEHOLDERS SUBJECT TO ARRANGEMENT (HOLDERS OF THE 9.25% NOTES)	SSB - BLACKROCK INSTITUTIONAL TRUST- 2767 1776 HERITAGE DRIVE NORTH QUINCY, MA 02171
NOTEHOLDERS SUBJECT TO ARRANGEMENT (HOLDERS OF THE 9.25% NOTES)	TD AMERITRADE CLEARING, INC.- 0188 200 SOUTH 108TH AVE OMAHA, NE 68254
SHAREHOLDER SUBJECT TO ARRANGEMENT (HOLDER OF COMMON SHARES OF MOOD MEDIA CORPORATION)	NICK ANACREONTE 9720 SEA TURTLE TERRACE #202 BRADENTON, FL 34212

PARTY	ADDRESS
SHAREHOLDER SUBJECT TO ARRANGEMENT (HOLDER OF COMMON SHARES OF MOOD MEDIA CORPORATION)	ARBITER PARTNERS 11 EAST 44TH STREET SUITE 700 NEW YORK, NY 10017
SHAREHOLDER SUBJECT TO ARRANGEMENT (HOLDER OF COMMON SHARES OF MOOD MEDIA CORPORATION)	ARBITER PARTNERS QP LP 530 FIFTH AVENUE 20TH FLOOR NEW YORK, NY 10036
SHAREHOLDER SUBJECT TO ARRANGEMENT (HOLDER OF COMMON SHARES OF MOOD MEDIA CORPORATION)	JUDITH BANKIER C/O 555 WEST FIFTH STREET 46TH FLR LOS ANGELES, CA 90013
SHAREHOLDER SUBJECT TO ARRANGEMENT (HOLDER OF COMMON SHARES OF MOOD MEDIA CORPORATION)	BARCLAYSHARE NOMINEES LIMITED 1 CHURCHILL PLACE LONDON, E14 5HP UNITED KINGDOM
SHAREHOLDER SUBJECT TO ARRANGEMENT (HOLDER OF COMMON SHARES OF MOOD MEDIA CORPORATION)	CARDINAL BR SERVICES INC 400 GALLERIA PARKWAY SUITE 1950 ATLANTA, GA 30339
SHAREHOLDER SUBJECT TO ARRANGEMENT (HOLDER OF COMMON SHARES OF MOOD MEDIA CORPORATION)	CDS & CO NCI ACCOUNT 25 THE ESPLANADE PO BOX 1038 STN A TORONTO, ON M5W 1G5 CANADA
SHAREHOLDER SUBJECT TO ARRANGEMENT (HOLDER OF COMMON SHARES OF MOOD MEDIA CORPORATION)	CENKOS NOMINEE LIMITED 6 7 8 TOKENHOUSE YARD LONDON, EC2R 7AS UNITED KINGDOM
SHAREHOLDER SUBJECT TO ARRANGEMENT (HOLDER OF COMMON SHARES OF MOOD MEDIA CORPORATION)	W ROBERT FARQUHARSON C/O TORONTO DOMINION BANK TOWER 31ST FLR TORONTO, ON M5K 1E9 CANADA

PARTY	ADDRESS
SHAREHOLDER SUBJECT TO ARRANGEMENT (HOLDER OF COMMON SHARES OF MOOD MEDIA CORPORATION)	W ROBERT FARQUHARSON 155 CUMBERLAND ST SUITE 1501 TORONTO, ON M5R 1A2 CANADA
SHAREHOLDER SUBJECT TO ARRANGEMENT (HOLDER OF COMMON SHARES OF MOOD MEDIA CORPORATION)	HSDL NOMINEES LIMITED C/O ZENIB MOHAMED HALIFAX SHARE DEALING 1 LOVELL PARK ROAD LEEDS, LS1 1NS UNITED KINGDOM
SHAREHOLDER SUBJECT TO ARRANGEMENT (HOLDER OF COMMON SHARES OF MOOD MEDIA CORPORATION)	DAVID HUMMEL C/O 300 CORPORATE POINTE SUITE 550 CULVER CITY, CA 90230
SHAREHOLDER SUBJECT TO ARRANGEMENT (HOLDER OF COMMON SHARES OF MOOD MEDIA CORPORATION)	INVESTOR NOMINEES LIMITED 2 WEST REGENT STREET GLASGOW, G2 1RW UNITED KINGDOM
SHAREHOLDER SUBJECT TO ARRANGEMENT (HOLDER OF COMMON SHARES OF MOOD MEDIA CORPORATION)	J P MORGAN SECURITIES PLC CHASESIDE DORSET BUILDING FLOOR 2 BOURNEMOUTH, BH7 7DA UNITED KINGDOM
SHAREHOLDER SUBJECT TO ARRANGEMENT (HOLDER OF COMMON SHARES OF MOOD MEDIA CORPORATION)	STEWART MCGUIRE 1002-333 ADELAIDE STREET EAST TORONTO, ON M5A 4T4 CANADA
SHAREHOLDER SUBJECT TO ARRANGEMENT (HOLDER OF COMMON SHARES OF MOOD MEDIA CORPORATION)	NBCN CLEARING INC ITF <A/C 4T4736B> 130 KING STREET WEST 30TH FLR TORONTO, ON M5X 1J9 CANADA
SHAREHOLDER SUBJECT TO ARRANGEMENT (HOLDER OF COMMON SHARES OF MOOD MEDIA CORPORATION)	PROSTATE CANCER FOUNDATION ATTN ANDY LEE 800 MONTGOMERY STREET SUITE 1100 SAN FRANCISCO, CA 94111

PARTY	ADDRESS
SHAREHOLDER SUBJECT TO ARRANGEMENT (HOLDER OF COMMON SHARES OF MOOD MEDIA CORPORATION)	PUMA NOMINEES LIMITED <A/C SMPRINC> 2 KING EDWARD STREET LONDON, EC1A 1HQ UNITED KINGDOM
SHAREHOLDER SUBJECT TO ARRANGEMENT (HOLDER OF COMMON SHARES OF MOOD MEDIA CORPORATION)	RICHARD WEIL INC 207 EAST 74TH STREET SUITE 8D NEW YORK, NY 10021
SHAREHOLDER SUBJECT TO ARRANGEMENT (HOLDER OF COMMON SHARES OF MOOD MEDIA CORPORATION)	TOM SCHENKEL 6263 STEAMER LANE OTTAWA, ON K1C 1C8 CANADA
SHAREHOLDER SUBJECT TO ARRANGEMENT (HOLDER OF COMMON SHARES OF MOOD MEDIA CORPORATION)	SHARE NOMINEES LTD OXFORD HOUSE OXFORD ROAD AYLESBURY BUCKS, HP21 8SZ UNITED KINGDOM
SHAREHOLDER SUBJECT TO ARRANGEMENT (HOLDER OF COMMON SHARES OF MOOD MEDIA CORPORATION)	TALAMOD MASTER FUND LP 190 ELGIN AVE GEORGETOWN GRAND CAYMAN, KY1-9001 CAYMAN ISLANDS
SHAREHOLDER SUBJECT TO ARRANGEMENT (HOLDER OF COMMON SHARES OF MOOD MEDIA CORPORATION)	DAVID TERSIGNI 7 OSWALD AVE ST CATHARINES, ON L2M 2Z1 CANADA
SHAREHOLDER SUBJECT TO ARRANGEMENT (HOLDER OF COMMON SHARES OF MOOD MEDIA CORPORATION)	VENA INVESTMENT CORP 1818 MARTIN LUTHER KING JR BLVD SUITE 222 CHAPEL HILL, NC 27514
SHAREHOLDER SUBJECT TO ARRANGEMENT (HOLDER OF COMMON SHARES OF MOOD MEDIA CORPORATION)	WEALTH NOMINEES LIMITED EQUINITI DEPT 419 PO BOX 4976 LANCING WEST SUSSEX, BN99 8WF UNITED KINGDOM

PARTY	ADDRESS
SHAREHOLDER SUBJECT TO ARRANGEMENT (HOLDER OF COMMON SHARES OF MOOD MEDIA CORPORATION)	WILLIAM R WEBB 52 ALDERSHOT CRESCENT TORONTO, ON M2P 1L9 CANADA
SHAREHOLDER SUBJECT TO ARRANGEMENT (HOLDER OF COMMON SHARES OF MOOD MEDIA CORPORATION)	ADAM WENDELBOE & MURIEL ELEANOR WENDELBOE TEN COM 5 FYLAN TERRACE CROFTS LANE LONDON, N22 5AF UNITED KINGDOM
SHAREHOLDER SUBJECT TO ARRANGEMENT (HOLDER OF COMMON SHARES OF MOOD MEDIA CORPORATION)	MARTIN JONATHAN WHEELER 39 GREENWOOD RD NORTHAMPTON, NN5 5EB UNITED KINGDOM
SHAREHOLDER SUBJECT TO ARRANGEMENT (HOLDER OF COMMON SHARES OF MOOD MEDIA CORPORATION)	CHRISTOPHER PAUL WILKINSON 82 HARBUT ROAD LONDON, SW11 2RE UNITED KINGDOM
SHAREHOLDER SUBJECT TO ARRANGEMENT (HOLDER OF COMMON SHARES OF MOOD MEDIA CORPORATION)	CHRIS WILLIAMS 3146 WILLOW OAK RD CHARLOTTE, NC 28209
SHAREHOLDER SUBJECT TO ARRANGEMENT (HOLDER OF COMMON SHARES OF MOOD MEDIA CORPORATION)	DEREK YOUNG 4-6150 FULTON AVE VAN NUYS, CA 91401
HOLDER OF THE MMGSA NOTES	TALAMOD MASTER FUND LP ANDERSON FISHER 2001 ROSS AVENUE, SUITE 4350 DALLAS, TX 75201 AFISHER@TALAMOD.COM
HOLDER OF THE MMGSA NOTES	FS INVESTMENT CORPORATION GSO/BLACKSTONE DEBT FUNDS MANAGEMENT LLC GORDON MCKEMIE 345 PARK AVENUE NEW YORK, NY 10154 GORDON.MCKEMIE@GSOCAP.COM

PARTY	ADDRESS
HOLDER OF THE MMGSA NOTES	FS INVESTMENT CORPORATION II GSO/BLACKSTONE DEBT FUNDS MANAGEMENT LLC GORDON MCKEMIE 345 PARK AVENUE NEW YORK, NY 10154 GORDON.MCKEMIE@GSOCAP.COM
HOLDER OF THE MMGSA NOTES	BLACKSTONE/GSO STRATEGIC CREDIT FUND GSO/BLACKSTONE DEBT FUNDS MANAGEMENT LLC GORDON MCKEMIE 345 PARK AVENUE NEW YORK, NY 10154 GORDON.MCKEMIE@GSOCAP.COM
HOLDER OF THE MMGSA NOTES	ARBITER OARTNERS QP LP ROSS LEVIN 530 FIFTH AVENUE NEW YORK, NY 10036 RLEVIN@ARBITERPARTNERS.NET
HOLDER OF THE MMGSA NOTES	FIDELITY CANADIAN OPORTUNITIES FUND BY ITS MGR FIDELITY INVESTMENTS CANADA ULC HUGO LAVALLEE 483 BAY STREET, SUITE 300 TORONTO, ON M5G 2N7 CANADA HUGO.LAVALLEE@FMR.COM
HOLDER OF THE MMGSA NOTES	MORGAN STANLEY BRIAN P. MCGOWAN, EXECUTIVE DIRECTOR 125 HIGH STREET, 24 FLOOR BOSTON, MA 02110-0000 BRIAN.MCGOWAN@MORGANSTANLEY.COM
INDENTURE TRUSTEE - 9.25% NOTES CANADIAN TRUSTEE	BNY TRUST COMPANY OF CANADA ATTN: PATRICIA BENJAMIN 320 BAY STREET TORONTO, ON M5H 4A6 CANADA PATRICIA.BENJAMIN@BNYMELLON.COM
INDENTURE TRUSTEE - 9.25% NOTES U.S. TRUSTEE	THE BANK OF NEW YORK MELLON ATTN: JOELLEN F. MCNAMARA 101 BARCLAY STREET FLOOR 4-E NEW YORK, NY 10286 JOELLEN.MCNAMARA@BNYMELLON.COM

PARTY	ADDRESS
INDENTURE TRUSTEE - MMGSA NOTES	COMPUTERSHARE TRUST COMPANY, N.A. ATTN: CORPORATE TRUST / MOOD MEDIA PAUL HARNKIJROONG 8742 LUCENT BOULEVARD, SUITE 225 HIGHLANDS RANCH, CO 80129 PAUL.HARNKIJROONG@COMPUTERSHARE.COM

All other parties receiving notice

PARTY	ADDRESS
OFFICE OF THE UNITED STATES TRUSTEE	U.S. TRUSTEE (REGION 2) ATTN: WILLIAM K. HARRINGTON U.S. FEDERAL OFFICE BUILDING 201 VARICK STREET, ROOM 1006 NEW YORK, NY 10014 212-668-2256 PAUL.SCHWARTZBERG@USDOJ.GOV
SECURITIES AND EXCHANGE COMMISSION	SECURITIES AND EXCHANGE COMMISSION - HEADQUARTERS ATTN: SECRETARY OF THE TREASURY 100 F STREET, NE WASHINGTON, DC 20549 FAX: 202-772-9317; 202-772-9318 SECBANKRUPTCY@SEC.GOV
SECURITIES AND EXCHANGE COMMISSION	SECURITIES AND EXCHANGE COMMISSION - NY OFFICE ATTN: BANKRUPTCY DEPT. BROOKFIELD PLACE 200 VESSEY STREET, SUITE 400 NEW YORK, NY 10281-1022 FAX: 212-336-1348 NYROBANKRUPTCY@SEC.GOV; BANKRUPTCYNOTICESCHR@SEC.GOV
UNITED STATES ATTORNEY FOR THE SOUTHERN DISTRICT OF NEW YORK	U.S. ATTORNEY FOR THE SOUTHERN DISTRICT OF NEW YORK ATTN: BANKRUPTCY DIVISION 86 CHAMBERS STREET, 3RD FLOOR NEW YORK, NY 10007 FAX: 212-637-2686 DAVID.JONES6@USDOJ.GOV; JEFFREY.OESTERICHER@USDOJ.GOV; JOSEPH.CORDARO@USDOJ.GOV; CARINA.SCHOENBERGER@USDOJ.GOV; ASKDOJ@USDOJ.GOV

PARTY	ADDRESS
INTERNAL REVENUE SERVICE	INTERNAL REVENUE SERVICE ATTN: CENTRALIZED INSOLVENCY OPERATION P.O. BOX 7346 PHILADELPHIA, PA 19101-7346 FAX: 855-235-6787 SBSE.INSOLVENCY.BALT@IRS.GOV
DIRECTOR APPOINTED UNDER THE CBCA	CORPORATIONS CANADA JEAN EDMONDS BUILDING SOUTH TOWER, 9TH FLOOR 365 LAURIER AVENUE WEST OTTAWA, ON K1A 0C8
COUNSEL TO THE SPONSORS	GOODMANS LLP ATTN: BRENDAN O'NEILL 333 BAY STREET, SUITE 3400 TORONTO, ON M5H 2S7 CANADA BONEILL@GOODMANS.CA
COUNSEL TO THE SPONSORS	ROBERT AGAR PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP 1285 AVENUE OF THE AMERICAS NEW YORK, NY 10019 RAGAR@PAULWEISS.COM

Interim CBCA Order

Court File No. CV-17-11809-00CL

ONTARIO

SUPERIOR COURT OF JUSTICE

(COMMERCIAL LIST)

THE HONOURABLE MR.	)	THURSDAY, THE 18TH
	)	
JUSTICE HAINEY	)	DAY OF MAY, 2017

IN THE MATTER OF AN APPLICATION UNDER SECTION 192 OF THE *CANADA BUSINESS CORPORATIONS ACT*, R.S.C. 1985, c. C-44, AS AMENDED, AND RULE 14.05(2) OF THE *RULES OF CIVIL PROCEDURE*

AND IN THE MATTER OF A PROPOSED PLAN OF ARRANGEMENT OF MOOD MEDIA CORPORATION, AND INVOLVING MOOD MEDIA NORTH AMERICA, LLC, MUZAK LLC, MUZAK HOLDINGS LLC, MUZAK CAPITAL LLC, MOOD US ACQUISITION1, LLC, MOOD MEDIA NORTH AMERICA HOLDINGS CORP., DMX HOLDINGS, LLC, DMX, LLC, DMX RESIDENTIAL HOLDINGS, LLC, DMX RESIDENTIAL, LLC, TECHNOMEDIA NY, LLC, TECHNOMEDIA SOLUTIONS, LLC, SERVICENET EXP, LLC, AND CONVERGENCE, LLC

MOOD MEDIA CORPORATION

Applicant

INTERIM ORDER

THIS MOTION made by the Applicant, Mood Media Corporation ("**Mood Media**" or the "**Company**"), and involving the "**Subsidiary Guarantors**": Mood Media North America, LLC, Muzak LLC, Muzak Holdings LLC, Muzak Capital LLC, Mood US Acquisition1, LLC, Mood Media North America Holdings Corp., DMX Holdings, LLC, DMX, LLC, DMX Residential Holdings, LLC, DMX Residential, LLC, Technomedia NY, LLC, Technomedia Solutions, LLC, ServiceNet EXP, LLC, and Convergence, LLC (each a guarantor under the Company Notes (defined below), and collectively with Mood Media, the "**Mood Group**") for an interim order for advice and directions pursuant to section 192 of the *Canada Business*

Corporations Act, R.S.C. 1985, c. C-44, as amended, (the "**CBCA**") was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Motion, the Notice of Application issued on May 18, 2017 and the affidavit of Michael F. Zendan II sworn May 16, 2017 (the "**Zendan Affidavit**"), including the Plan of Arrangement, which is a schedule to the Arrangement Agreement that is attached as Exhibit F to the Zendan Affidavit, and on hearing the submissions of counsel for Mood Media, counsel for the Sponsors, and on being advised that the Director appointed under the CBCA (the "**Director**") does not consider it necessary to appear.

DEFINITIONS

1. **THIS COURT ORDERS** that defined terms used in this Interim Order shall have the meaning ascribed thereto in the draft management information circular of Mood Media (the "**Information Circular**") or otherwise as specifically defined herein.

SERVICE

2. **THIS COURT ORDERS** that the time for service of the Notice of Motion herein be and is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.

THE COMPANY MEETINGS

3. **THIS COURT ORDERS** that Mood Media is permitted to call, hold and conduct a special meeting (the "**Company Shareholder Meeting**") of the holders ("**Company Shareholders**") of voting common shares in the capital of Mood Media ("**Company Common Shares**") to be held at 199 Bay Street, Suite 5300, Toronto, Ontario on June 15, 2017, at 9:30 a.m. (Toronto time), in order for the Company Shareholders to consider and, if determined

advisable, pass, a special resolution authorizing, adopting and approving, with or without variation, the Arrangement and the Plan of Arrangement (the "**Arrangement Shareholder Resolution**") and any other resolutions necessary to complete the Arrangement.

4. **THIS COURT ORDERS** that Mood Media is permitted to call, hold and conduct a meeting (the "**Company Noteholder Meeting**" and, together with the Company Shareholder Meeting, the "**Company Meetings**") of the holders ("**Company Noteholders**" and together with Company Shareholders, "**Company Securityholders**") of Mood Media's 9.25% senior notes due 2020 (the "**Company Notes**") issued pursuant to the indenture (the "**Company Note Indenture**") dated as of October 19, 2012 among, *inter alia*, Mood Media and The Bank of New York Mellon, as U.S. trustee and BNY Trust Company of Canada, as trustee, to be held at 199 Bay Street, Suite 5300, Toronto, Ontario on June 15, 2017, at 9:00 a.m. (Toronto time), in order for the Company Noteholders to consider and, if determined advisable, pass, a resolution authorizing, adopting and approving, with or without variation, the Arrangement and the Plan of Arrangement (the "**Arrangement Noteholder Resolution**" and together with the Arrangement Shareholder Resolution, the "**Arrangement Resolutions**").

5. **THIS COURT ORDERS** that the Company Meetings shall be called, held and conducted in accordance with (i) the CBCA, (ii) the notices of the Company Shareholder Meeting and the Company Noteholder Meeting accompanying the Information Circular (the "**Notices of Meeting**"), and (iii) the articles and by-laws of Mood Media, subject to what may be provided hereafter and subject to further order of this Honourable Court.

6. **THIS COURT ORDERS** that the record date (the "**Record Date**") for determination of the Company Securityholders entitled to notice of, and to vote at, the applicable Company Meeting shall be May 9, 2017.

7. **THIS COURT ORDERS** that the only persons entitled to attend or speak at the applicable Company Meeting shall be:

a) the applicable Company Securityholders or their respective proxyholders;

b) the officers, directors, auditors and advisors of Mood Media;

c) the representatives and advisors of the Sponsors;

d) the Director; and

e) other persons who may receive the permission of the Chair of the Company Meetings.

8. **THIS COURT ORDERS** that Mood Media may transact such other business at the Company Meetings as is contemplated in the Information Circular, or as may otherwise be properly before each Company Meeting.

QUORUM

9. **THIS COURT ORDERS** that

a) the Chair of the Company Meetings shall be determined by Mood Media;

b) the quorum at the Company Shareholder Meeting shall be not less than two Company Shareholders present in person or by proxy, representing in the aggregate not less than 10% of the total outstanding Company Common Shares entitled to vote at the Company Shareholder Meeting; and

c) the quorum at the Company Noteholder Meeting shall require each of (i) not less than one person present in person at the opening of the Company Noteholder Meeting who is entitled to vote at the Company Noteholder Meeting, (ii) the Apollo Sponsor, in its capacity as a Company Noteholder, and (iii) each GSO Sponsor, in its capacity as a Company Noteholder, in each case, either as a Company Noteholder or a proxyholder therefor.

AMENDMENTS TO THE ARRANGEMENT AND PLAN OF ARRANGEMENT

10. **THIS COURT ORDERS** that Mood Media is authorized to make, subject to the terms of the Arrangement Agreement, and paragraph 11, below, such amendments, modifications or supplements to the Arrangement and the Plan of Arrangement as it may determine without any additional notice to the Company Securityholders or others entitled to receive notice under paragraphs 14 and 15 hereof and the Arrangement and Plan of Arrangement, as so amended, modified or supplemented shall be the Arrangement and Plan of Arrangement to be submitted to the Company Securityholders at the Company Meetings and shall be the subject of the Arrangement Resolutions. Amendments, modifications or supplements may be made following the Company Meetings, but shall be subject to review and, if appropriate, further direction by this Honourable Court at the hearing for the final approval of the Arrangement.

11. **THIS COURT ORDERS** that, if any amendments, modifications or supplements to the Arrangement or Plan of Arrangement as referred to in paragraph 10, above, would, if disclosed, reasonably be expected to affect a Company Securityholder's decision to vote for or

against the applicable Arrangement Resolution, notice of such amendment, modification or supplement shall be distributed, subject to further order of this Honourable Court, by press release, newspaper advertisement, prepaid ordinary mail, or by the method most reasonably practicable in the circumstances, as Mood Media may determine.

AMENDMENTS TO THE INFORMATION CIRCULAR

12. **THIS COURT ORDERS** that Mood Media is authorized to make such amendments, revisions and/or supplements to the draft Information Circular as it may determine and the Information Circular, as so amended, revised and/or supplemental, shall be the Information Circular to be distributed in accordance with paragraphs 14 and 15.

ADJOURNMENTS AND POSTPONEMENTS

13. **THIS COURT ORDERS** that Mood Media, if it deems advisable and subject to the terms of the Arrangement Agreement, is specifically authorized to adjourn or postpone any Company Meeting on one or more occasions, without the necessity of first convening such Company Meeting or first obtaining any vote of the applicable Company Securityholders respecting the adjournment or postponement, and notice of any such adjournment or postponement shall be given by such method as Mood Media may determine is appropriate in the circumstances. This provision shall not limit the authority of the Chair of any Company Meeting in respect of adjournments and postponements.

NOTICE OF COMPANY MEETINGS

14. **THIS COURT ORDERS** that, in order to effect notice of the Company Meetings, Mood Media shall send the Information Circular (including the Notice of Application and this Interim Order), the appropriate Notice of Company Meeting, along with such amendments or additional documents as Mood Media may determine are necessary or desirable and are not

inconsistent with the terms of this Interim Order (collectively, the "**Company Meeting Materials**") to the following:

a) the registered Company Securityholders as at 5:00 p.m. (Toronto time) on the Record Date, at least twenty-one (21) days prior to the date of the Company Meetings, excluding the date of sending and the date of the Company Meetings, by one or more of the following methods:

i) by pre-paid ordinary or first class mail at the addresses of the Company Securityholders as they appear on the books and records of Mood Media, or, in the case of the Company Common Shares, its registrar and transfer agent, or, in the case of the Company Notes, the Trustee under the Company Note Indenture, as the case may be, at 5:00 p.m. (Toronto time) on the Record Date and if no address is shown therein, then the last address of the person known to the Corporate Secretary of Mood Media, or, in the case of the Company Common Shares, its registrar and transfer agent or, in, in the case of the Company Notes, the Trustee under the Company Note Indenture;

ii) by delivery, in person or by recognized courier service or inter-office mail, to the address specified in (i) above;

iii) by facsimile or electronic transmission to any Company Securityholder, who is identified to the satisfaction of Mood Media, who requests such transmission in writing and, if required by Mood Media, who is prepared to pay the charges for such transmission;

b) the non-registered Company Securityholders by providing sufficient copies of the Company Meeting Materials to intermediaries and registered nominees for forwarding to beneficial holders of Company Common Shares and Company Notes, as the case may be, in accordance with National Instrument 54-101 of the Canadian Securities Administrators; and

c) the respective directors and auditors of Mood Media, counsel to the Sponsors, and to the Director appointed under the CBCA, by delivery in person, by recognized courier service, by pre-paid ordinary or first class mail or, with the consent of the person, by facsimile or electronic transmission, at least twenty-one (21) days prior to the date of the Company Meetings, excluding the date of sending and the date of the Company Meetings;

and that compliance with this paragraph shall constitute sufficient notice of the Company Meetings.

15. **THIS COURT ORDERS** that, in the event that Mood Media elects to distribute the Company Meeting Materials, Mood Media is hereby directed to distribute the Information Circular (including the Notice of Application, and this Interim Order), and any other communications or documents determined by Mood Media to be necessary or desirable (collectively, the "**Court Materials**") to the holders of Company Options, Company Warrants and Company DSUs, as well as to the Administrative Agent under the Credit Agreement, on behalf of the Lenders (as defined in the Credit Agreement), and to the MMGSA Note Trustee, on behalf of the MMGSA Noteholders, by any method permitted for notice to registered Company Securityholders, intermediaries and registered nominees as set forth in paragraphs

14.a) or 14.b), above, concurrently with the distribution described in paragraph 14 of this Interim Order. Distribution to such persons shall be to their addresses as they appear on the books and records of Mood Media or its registrar and transfer agent at the close of business on the Record Date or, regarding the Administrative Agent, section 9.01(ii) of the Credit Agreement, or, regarding the MMGSA Note Trustee, section 11.1 of the MMGSA Note Indenture.

SUFFICIENCY OF NOTICE

16. **THIS COURT ORDERS** that accidental failure or omission by Mood Media to give notice of the Company Meetings or to distribute the Company Meeting Materials or Court Materials to any person entitled by this Interim Order to receive notice, or any failure or omission to give such notice as a result of events beyond the reasonable control of Mood Media, or the non-receipt of such notice shall, subject to further order of this Honourable Court, not constitute a breach of this Interim Order nor shall it invalidate any resolution passed or proceedings taken at the Company Meetings. If any such failure or omission is brought to the attention of Mood Media, it shall use best efforts to rectify it by the method and in the time most reasonably practicable in the circumstances.

17. **THIS COURT ORDERS** that Mood Media is hereby authorized to make such amendments, revisions or supplements to the Company Meeting Materials and Court Materials, as Mood Media may determine in accordance with the terms of the Arrangement Agreement ("**Additional Information**"), and that notice of such Additional Information may, subject to paragraph 11, above, be distributed by press release, newspaper advertisement, pre-paid ordinary mail, or by the method most reasonably practicable in the circumstances, as Mood Media may determine.

18. **THIS COURT ORDERS** that distribution of the Company Meeting Materials and Court Materials pursuant to paragraphs 14 and 15 of this Interim Order shall constitute notice of the Company Meetings and good and sufficient service of the within Application upon the persons described in paragraphs 14 and 15 and that those persons are bound by any orders made on the within Application. Further, no other form of service of the Company Meeting Materials or the Court Materials or any portion thereof need be made, or notice given or other material served in respect of these proceedings and/or the Company Meetings to such persons or to any other persons, except to the extent required by paragraph 10, above, and paragraph 33, below.

SOLICITATION AND REVOCATION OF PROXIES

19. **THIS COURT ORDERS** that Mood Media is authorized to use the letters of transmittal and proxies (which for the purpose of beneficial holders of the Company Common Shares and the Company Notes shall include voting instruction forms prepared by Broadridge Financial Solutions, Inc. or a similar provider in accordance with customary practices) substantially in the form of the drafts accompanying the Information Circular, with such amendments and additional information as Mood Media may determine are necessary or desirable, subject to the terms of the Arrangement Agreement. Mood Media is authorized, at its expense, to solicit proxies, directly or through its officers, directors or employees, and through such agents or representatives as it may retain for that purpose, and by mail or such other forms of personal or electronic communication as it may determine. Mood Media may waive generally, in its discretion, the time limits set out in the Information Circular for the deposit or revocation of proxies by Company Securityholders, if Mood Media deems it advisable to do so.

20. **THIS COURT ORDERS** that Company Securityholders shall be entitled to revoke their proxies in accordance with section 148(4) of the CBCA (except as the procedures of that section are varied by this paragraph) provided that any instruments in writing delivered pursuant to s. 148(4)(a)(i) of the CBCA: (a) may be deposited at the registered office of Mood Media or with the transfer agent of Mood Media as set out in the Information Circular; and (b) in respect of the Company Shareholder Meeting, any such instruments must be received by Mood Media or its transfer agent no later than 9:30 a.m. (Toronto time) on June 13, 2017, or 48 hours (excluding weekends and holidays in the Province of Ontario) prior to the time of any adjournment or postponement thereof, or, in respect of the Company Noteholder Meeting, 9:00 a.m. (Toronto time) on June 13, 2017, or 48 hours (excluding weekends and holidays in the Province of Ontario) prior to the time of any adjournment or postponement thereof.

VOTING

21. **THIS COURT ORDERS** that the only persons entitled to vote in person or by proxy on the applicable Arrangement Resolution, or such other business as may be properly brought before the applicable Company Meetings, shall be:

a) Company Shareholders who hold Company Common Shares as of the 5:00 p.m. (Toronto time) on the Record Date; and

b) Company Noteholders who hold Company Notes as of the 5:00 p.m. (Toronto time) on the Record Date.

Illegible votes, spoiled votes, defective votes and abstentions shall be deemed to be votes not cast. Proxies that are properly signed and dated but which do not contain voting instructions shall be voted in favour of the applicable Arrangement Resolution.

22. **THIS COURT ORDERS** that votes shall be taken at the Company Meetings on the basis of:

a) at the Company Shareholder Meeting, one vote per Company Common Share; and

b) at the Company Noteholder Meeting, one vote per US$1,000 of Company Notes.

In order for the Plan of Arrangement to be implemented, subject to further Order of this Honourable Court, each Arrangement Resolution must be passed, with or without variation, at each Company Meeting by:

(i) in the case of the Company Shareholder Meeting, an affirmative vote of at least two-thirds (66⅔%) of the votes cast in respect of the Arrangement Shareholder Resolution at the Company Shareholder Meeting in person or by proxy by the Company Shareholders, together with a simple majority of the votes cast in respect of the Arrangement Shareholder Resolution at the Company Shareholder Meeting in person or proxy by the Company Shareholders, excluding for this purpose votes attached to common shares held by persons described in items (a) through (d) of section 8.1(2) of MI 61-101; and

(ii) in the case of the Company Noteholder Meeting, an affirmative vote of at least two-thirds (66⅔%) of the votes cast in respect of the Arrangement Noteholder Resolution at the Company Noteholder Meeting in person or by proxy by the Company Noteholders.

Such votes shall be sufficient to authorize the Company to do all such acts and things as may be necessary or desirable to give effect to the Arrangement and the Plan of Arrangement on a basis consistent with what is provided for in the Information Circular without the necessity of any further approval by the Company Securityholders, subject only to the final approval of the Arrangement by this Honourable Court.

23. **THIS COURT ORDERS** that in respect of matters properly brought before the Company Meetings pertaining to items of business affecting Mood Media (other than in respect of the Arrangement Resolution), each Company Shareholder is entitled to one vote for each voting common share held and each Company Noteholder is entitled to one vote per US$1,000 principal amount of Company Notes held.

DISSENT RIGHTS

24. **THIS COURT ORDERS** that each registered Company Shareholder shall be entitled to exercise Dissent Rights in connection with the Arrangement Shareholder Resolution in accordance with section 190 of the CBCA (except as the procedures of that section are varied by this Interim Order and the Plan of Arrangement) provided that, notwithstanding subsection 190(5) of the CBCA, any Company Shareholder who wishes to dissent must, as a condition precedent thereto, provide a written notice of objection to the Arrangement Shareholder Resolution to Mood Media in the form required by section 190 of the CBCA and

the Arrangement Agreement, which written objection must be sent to the Company c/o Stikeman Elliott LLP, 199 Bay Street, Suite 5300, Commerce Court West, Toronto, Ontario M5L 1B9, Canada (Attention: Alexander Rose) and be received by no later than 5:00 p.m. (Toronto time) on June 13, 2017 or, in the case of any adjournment(s) or postponement(s) of the Company Shareholder Meeting, by no later than 5:00 p.m. (Toronto time) on the second Business Day immediately preceding the day of the adjourned or postponed Company Shareholder Meeting, and must otherwise strictly comply with the CBCA as modified by the Plan of Arrangement and the Interim Order. For purposes of these proceedings, the "court" referred to in section 190 of the CBCA means this Honourable Court.

25. **THIS COURT ORDERS** that any Company Shareholder who duly exercises such Dissent Rights set out in paragraph 24 above, and who:

i) is ultimately determined by this Honourable Court to be entitled to be paid fair value for his, her or its voting common shares, shall be deemed to have transferred those voting common shares as of the Effective Time, without any further act or formality and free and clear of all liens, claims, encumbrances, charges, adverse interests or security interests for cancellation in consideration for a payment of cash equal to such fair value; or

ii) is for any reason ultimately determined by this Honourable Court not to be entitled to be paid fair value for his, her or its voting common shares pursuant to the exercise of the Dissent Right, shall be deemed to have participated in the Arrangement on the same basis and at the same time as any non-dissenting Company Shareholder, but in no case shall Mood Media or any other person be required to recognize such Company Shareholders as holders of voting common shares of Mood Media at or after the date upon which the Arrangement becomes effective and the names of such Company Shareholders shall be deleted from Mood Media's register of holders of voting common shares at that time.

HEARING OF APPLICATION FOR APPROVAL OF THE ARRANGEMENT

26. **THIS COURT ORDERS** that upon approval by the Company Securityholders of the Plan of Arrangement in the manner set forth in this Interim Order, the Company may apply to this Honourable Court for final approval of the Arrangement.

27. **THIS COURT ORDERS** that distribution of the Notice of Application and the Interim Order in the Information Circular, when sent in accordance with paragraphs 14 and 15 shall constitute good and sufficient service of the Notice of Application and this Interim Order and no other form of service need be effected and no other material need be served unless a Notice of Appearance is served in accordance with paragraph 28 or as may be required by paragraph 33, below.

28. **THIS COURT ORDERS** that any Notice of Appearance served in response to the Notice of Application shall be served on counsel for the Company, with a copy to counsel for the Sponsors, as soon as reasonably practicable, and, in any event, on or before 5:00 p.m. (Toronto time) on June 16, 2017 at the following addresses:

Stikeman Elliott LLP
5300 Commerce Court West
199 Bay Street
Toronto, Ontario, Canada
M5L 1B9

Attention: Alexander D. Rose
Email: arose@stikeman.com

Goodmans LLP
333 Bay Street, Suite 3400
Toronto, Ontario, Canada
M5H 2S7

Attention: Michael Partridge / Brendan O'Neill
Email: mpartridge@goodmans.ca / boneill@goodmans.ca

29. **THIS COURT ORDERS** that, subject to further order of this Honourable Court, the only persons entitled to appear and be heard at the hearing of the within Application shall be:

i) the Company;

ii) the Sponsors;

iii) the Director; and

iv) any person who has filed a Notice of Appearance herein in accordance with Notice of Application and this Interim Order.

30. **THIS COURT ORDERS** that any materials to be filed by Mood Media or the Subsidiary Guarantors in support of the within Application for final approval of the Arrangement may be filed up to one day prior to the hearing of the Application without further order of this Honourable Court.

31. **THIS COURT ORDERS** that in the event the within Application for final approval does not proceed on the date set forth in the Notice of Application, and is adjourned, only those persons who served and filed a Notice of Appearance in accordance with paragraph 28 shall be entitled to be given notice of the adjourned date.

NO DEFAULT

32. **THIS COURT ORDERS** that, from 12:01 a.m. (Toronto time) on the date of this Interim Order until the earlier of (i) October 12, 2017 or (ii) the Effective Time, no person party to a contract with any member of the Mood Group, including, without limitation:

a) the Company Note Indenture, including the Company Noteholders and any administrative agent, collateral agent, indenture trustee or similar person;

b) the credit agreement dated May 1, 2014 (the "**Credit Agreement**") among *inter alia* Mood Media, Credit Suisse AG, Cayman Islands Branch, as administrative agent, collateral agent and issuing bank, and the lenders party thereto from time to time, including the lenders and any administrative agent, collateral agent, indenture trustee or similar person; and

c) the indenture dated as of August 6, 2015 (the "**MMGSA Note Indenture**") by and among MMGSA, the subsidiary guarantors party thereto, Mood Media, as limited recourse guarantor, and including the MMGSA Noteholders and the MMGSA Note Trustee, and any administrative agent, collateral agent, indenture trustee or similar person;

shall have any right to terminate, accelerate, amend or declare in default or take any other enforcement steps under such instruments or any other contract, agreement or guarantee to which Mood Media or any of the Subsidiary Guarantors is a party, including, without limitation, the guarantees given pursuant to the Company Note Indenture, the Credit Agreement or the MMGSA Note Indenture, and the security given pursuant to the Credit Agreement, by reason or as a result of the following ("**Filing Defaults**"):

a) Mood Media or any of the Subsidiary Guarantors being party to these proceedings or being a party to the Arrangement;

b) Mood Media or any of the Subsidiary Guarantors having made an Application to this Honourable Court under section 192 of the CBCA;

c) Mood Media or any of the Subsidiary Guarantors having commenced, or being a party to, a proceeding under Chapter 15 of title 11 of the United States Code, 11 U.S.C. 101-1532 in the United States Bankruptcy Court for the Southern District of New York;

d) Mood Media or any of the Subsidiary Guarantors taking any step contemplated by or related to the Arrangement; or

e) the operation of any default or cross-default resulting from the foregoing,

without further Order of this Honourable Court.

33. **THIS COURT ORDERS** that, to the extent that the Company intends to seek an order in connection with final approval of the Arrangement that indefinitely extends the operation of paragraph 32, above, from and after the Effective Time or constitutes a permanent waiver of the enforcement rights in respect of Filing Defaults described in paragraph 32, it shall serve all persons intended to be subject to such indefinite extension or permanent waiver with a copy of the Notice of Application and this Interim Order by mailing such materials to the addresses for such persons as they appear on the books and records of Mood Media by May 30, 2017.

Such mailing shall constitute notice good and sufficient service upon such persons and no other form of service need be made, or notice given or other material served on such persons, unless a Notice of Appearance is served in accordance with paragraph 28.

PRECEDENCE

34. **THIS COURT ORDERS** that, to the extent of any inconsistency or discrepancy between this Interim Order and the terms of any instrument creating, governing or collateral to the Company Common Shares or the Company Notes, or the Company Options, Company Warrants or Company DSUs, or the articles or by-laws of any of Mood Media or any of the Subsidiary Guarantors, this Interim Order shall govern.

FOREIGN PROCEEDINGS

35. **THIS COURT ORDERS** that Michael F. Zendan II is hereby authorized and empowered, but not required, to act as the foreign representative (the "**Foreign Representative**") in respect of the within proceedings for the purpose of having these proceedings recognized and approved in a jurisdiction outside of Canada.

36. **THIS COURT ORDERS** that the Foreign Representative is hereby authorized to apply for foreign recognition and approval of these proceedings, as necessary, in any jurisdiction outside of Canada, including in the United States pursuant to chapter 15 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532.

AID AND RECOGNITION

37. **THIS COURT** seeks and requests the aid and recognition of any court or any judicial, regulatory or administrative body in any province of Canada and any judicial, regulatory or administrative tribunal or other court constituted pursuant to the Parliament of Canada or the

legislature of any province and any court or any judicial, regulatory or administrative body of the United States or other country to act in aid of and to assist this Honourable Court in carrying out the terms of this Interim Order.

VARIANCE

38. **THIS COURT ORDERS** that Mood Media shall be entitled to seek leave to vary this Interim Order upon such terms and upon the giving of such notice as this Honourable Court may direct.

Hainey J.

ENTERED AT / INSCRIT À TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO:

MAY 1 8 2017

PER / PAR:

IN THE MATTER OF AN APPLICATION UNDER SECTION 192 OF THE *CANADA BUSINESS CORPORATIONS ACT*, R.S.C. 1985, c. C-44, AS AMENDED, AND RULES 14.05(2) AND 14.05(3) OF THE *RULES OF CIVIL PROCEDURE*

Court File No. CV-17-11809-00CL

AND IN THE MATTER OF A PROPOSED PLAN OF ARRANGEMENT INVOLVING MOOD MEDIA CORPORATION AND CAMROSE RESOURCES LIMITED

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceeding commenced at Toronto

INTERIM ORDER

STIKEMAN ELLIOTT LLP
Barristers & Solicitors
5300 Commerce Court West
199 Bay Street
Toronto, Canada M5L 1B9

Alex Rose LSUC#: 49415P
Tel: (416) 869-5261
arose@stikeman.com

Kathryn Esaw LSUC#: 58264F
Tel: (416) 869-5230
kesaw@stikeman.com

Patrick Corney LSUC#: 65462N
Tel: (416) 869-5668
pcorney@stikeman.com
Fax: (416) 947-0866

Lawyers for the Applicant, Mood Media Corporation

Board Resolutions

RESOLUTION OF THE DIRECTORS

OF

MOOD MEDIA CORPORATION

(the "Corporation")

WHEREAS

1. The Corporation executed an Office Lease Agreement (the "**Lease**"), dated May 5, 2017, between Regency Office Center, L.P., a Texas limited partnership, as landlord (the "**Landlord**"), and Muzak LLC, as tenant, for the lease of Suites 200 and 201 in the building located at 2100 South IH-35, Austin, Texas, owned by the Landlord, and in connection therewith the Corporation entered into guaranty of the Lease and the obligations of Muzak thereunder dated May 5, 2017 (the "**Guaranty**"). The Board wishes to acknowledge and ratify the terms of such Guaranty.

2. The Corporation entered into the arrangement agreement dated April 12, 2017 between the Corporation and AP Mixtape Holdings, L.P. and FS Investment Corporation, FS Investment Corporation II, Cobbs Creek LLC, Juniata River LLC, Race Street Funding LLC and Blackstone/GSO Strategic Credit Fund (collectively, the "**Sponsors**") (the "**Arrangement Agreement**") pursuant to which, under section 192 of the *Canada Business Corporations Act* (the "**CBCA**"):

    (a) holders (the "**Company Shareholders**") of common shares of the Corporation (the "**Company Common Shares**") will receive a cash payment equal to C$0.17 per Company Common Share (the "**Share Cash-Out Consideration**"); and

    (b) holders (the "**Company Noteholders**") of 9.25% senior notes due 2020 of the Company ("**Company Notes**") through which each Company Noteholder will receive:

        (i) if the Company Noteholder is a Participating Noteholder (as defined in the Arrangement Agreement),

            (A) US$500 aggregate principal amount of new second lien notes issued by the Corporation (the "**New Company Notes**"), which will be exchanged into a corresponding aggregate principal amount of new second lien notes issued by an indirect wholly-owned subsidiary of the Corporation; and

            (B) 175 new common shares of the Corporation (the "**New Company Common Shares**"), per US$1,000 aggregate principal amount of Company Notes; or

        (ii) if the Company Noteholder is not a Participating Noteholder,

(A) US$500 principal amount of New Company Notes, which will be exchanged into a corresponding aggregate principal amount of new second lien notes issued by an indirect wholly-owned subsidiary of the Corporation; and

(B) 150 New Company Common Shares, per US$1,000 principal amount of Company Notes (the "**Arrangement**").

3. The Corporation intends that the Arrangement will be implemented through: (a) an arrangement under Section 192 of the CBCA; (b) a proceeding (the "**Canadian Proceeding**") in the Ontario Superior Court of Justice, Commercial List; and (c) a recognition proceeding (the "**Recognition Proceeding**") in the United States Bankruptcy Court for the Southern District of New York (the "**Bankruptcy Court**") to recognize the Canadian Proceeding as a foreign main proceeding under chapter 15 of title 11 of the United States Code (the "**Recognition Order**");

4. The Board has carefully considered the Arrangement having regard to certain factors and certain advice, reports and opinions it has received from management and the Corporation's professional advisors concerning the Arrangement and wishes to enter into the Canadian Proceeding and the Recognition Proceeding.

5. The Board wishes to approve and file with the relevant regulatory bodies certain materials to be sent to Company Shareholders and Company Noteholders in connection with its special meeting of Company Shareholders and meeting of Company Noteholders, each to be held on June 15, 2017 (the "**Securityholder Meetings**"), including the notices of Meetings, the management information circular (the "**Circular**"), the forms of proxy and the letters of transmittal for each of the Company Shareholders and Company Noteholders (collectively, the "**Meeting Materials**");

6. The Board wishes to approve the Subscription Option Election Form (as defined in the Circular) to be submitted by each Participating Noteholder to Kingsdale Advisors, as exchange agent of the Corporation, electing to participate in the New Capital Offering (as defined in the Circular) provided by the Corporation in connection with the Arrangement; and

7. The Board wishes to authorize the Corporation to mail to its Company Shareholders and Company Noteholders the Meeting Materials and the Subscription Option Election Form.

RESOLVED THAT:

Lease Guaranty

1. The Guaranty is hereby acknowledged and ratified by the Board.

Court Proceedings

2. The appropriate notices, applications and filings with the Canadian Court relating to the Canadian Proceeding are hereby authorized and approved, and any one officer or director is hereby authorized to take such other action and execute such other documents as may be necessary or desirable to apply for and obtain the approval of Canadian Court required to give effect to the Arrangement.

3. The appropriate notices, applications, and filing in connection with the Recognition Proceeding are hereby authorized and approved. Michael F. Zendan II (or any person nominated by him from time to time) be and is hereby authorized and appointed as the foreign representative on behalf of the Corporation for purposes of the Recognition Proceeding in relation to the Arrangement to:

    (a) sign any all documents in relation to the Recognition Proceeding and sign and/or dispatch all documents and notices to be signed and/or dispatched under or in connection with such documents and any other documents and/or agreements contemplated herein;

    (b) sign any and all documents and/or agreements amplifying, amending, and/or reinstating any of the aforesaid including without limitation negotiation and/or settling the terms of any such documents or agreements amending, replacing and/or reinstating such documents; and

    (c) generally do everything that may be necessary for and incidental to the implementation of this resolution.

Securityholder Meetings

4. The Meeting Materials and the Subscription Option Election Form, substantially in the form presented to the Board, be and are hereby approved, together with such changes, additions and deletions thereto as any one director or officer of the Corporation may consider advisable.

5. The mailing of the Meeting Materials and the Subscription Option Election Form and any necessary related materials to Company Shareholders and Company Noteholders and to such other parties as required by law, and the filing of the Meeting Materials and the Subscription Option Election Form and any necessary related materials with the relevant regulatory bodies, be and is hereby approved and authorized.

Miscellaneous

6. Any one officer or director of the Corporation be and is authorized to do all such acts and things and to execute (under corporate seal or otherwise) and deliver all such documents and instruments as he or she may determine necessary or desirable to carry out the terms of this resolution, such determination to be conclusively evidenced thereby.

7. This resolution may be signed in several counterparts each of which when executed shall be deemed to be an original, and such counterparts shall each constitute one and the same instrument and notwithstanding their date of execution shall be deemed to bear the date set out below.

8. The execution and delivery of a facsimile transmission of this resolution shall constitute delivery of an executed original and shall be binding upon the director whose signature appears on the transmitted copy.

Pursuant to subsection 117(1) of the *Canada Business Corporations Act*, all of the directors of the Corporation, at least twenty-five per cent of whom are resident Canadians, sign this resolution as of May 17, 2017.

Kevin W Dalton (May 16, 2017)

Kevin Dalton

Scott K Williams (May 16, 2017)

Scott Williams

Richard G Warren (May 16, 2017)

Richard Warren

David V Richards (May 17, 2017)

David Richards

S. K. Richards (May 16, 2017)

Steven Richards

Ross Levin (May 17, 2017)

Ross Levin

Gary Shenk (May 17, 2017)

Gary Shenk

harvey solursh (May 17, 2017)

Harvey Solursh

Jan Heppe (May 17, 2017)

Jan Heppe

richard kronengold (May 17, 2017)

Richard Kronengold